

ZEGONA COMMUNICATIONS PLC – GENERAL MEETING

You may submit your proxy electronically using the Share Portal service at www.signalshares.com. If not already registered for the Share Portal, you will need your Investor Code.

To be held at 10.30 a.m. (London time) on
Friday 20 August 2021 at the offices of
Travers Smith LLP, 10 Snow Hill, London EC1A 2AL.



FORM OF PROXY – ZEGONA COMMUNICATIONS PLC – GENERAL MEETING

General Meeting (the “**General Meeting**”) of Zegona Communications plc (the “**Company**”) to be held at the offices of Travers Smith LLP, 10 Snow Hill, London EC1A 2AL on Friday 20 August 2021 at 10.30 a.m. (London time). Please read the notice of the General Meeting in the Circular of the Company dated 29 July 2021 (the “**Circular**”) and the Notes overleaf before completing this form. **Please use a black pen. In light of the ongoing COVID-19 outbreak, while shareholders of the Company (the “Zegona Shareholders”) and other attendees will be permitted to attend the General Meeting in person, contingency arrangements will be in place to ensure that no one will have to travel unnecessarily. Only the formal business (consisting of voting on the Resolution proposed in the Notice of General Meeting) to meet the minimum legal requirements will be conducted. Zegona Shareholders will be given the opportunity to speak at and listen to the General Meeting via an audio dial-in facility.**

I/We, being (a) registered shareholder(s) of the Company, hereby appoint the Chairman of the meeting or

Name of Proxy Number of shares proxy appointed over

as my/our proxy to attend and speak on my/our behalf at the General Meeting and at any adjournment thereof. I/We have indicated with an ‘X’ how I/we wish my/our votes to be cast in respect of the Resolution indicated below.

Please mark ‘X’ in the box opposite if this appointment is one of multiple appointments being made:

RESOLUTION 1 (SPECIAL RESOLUTION)

Please mark ‘X’ in the relevant box alongside the Resolution to indicate how you wish to vote (see Note 13 overleaf).

To approve the that share premium account of the Company be reduced to £100,000.

For	Against	Vote Withheld
<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>

To assist with arrangements, if you intend attending the meeting remotely via an audio dial-in facility, please place an ‘X’ in the box opposite:

Signature

Date

You may submit your proxy electronically at www.signalshares.com

Please detach this portion of the Form of Proxy before posting. Please note this Form of Proxy must be signed and dated before being posted. **Please complete, sign and return this Form of Proxy whether or not you plan to attend the General Meeting remotely via an audio dial-in facility.**

Notes

- Full details of the Resolution to be proposed at the General Meeting, with explanatory notes, are set out in the Circular. Before completing this Form of Proxy, please also read the section entitled 'Action to be taken' set out in the Circular. Terms defined in the Circular shall apply in this Form of Proxy unless the context otherwise requires.
- Resolution 1 will be proposed as special resolution. For the special resolution to pass, at least three quarters of the votes cast must be in favour of the special resolution.
- Given the ongoing concerns about transmission of Covid-19, the Board has decided to put in place contingency arrangements that mean the General Meeting will follow the format used for previous meetings which took place during lockdown. Only the formal business (consisting of voting on the Resolution proposed in the Notice of General Meeting) to meet the minimum legal requirements will be conducted and the General Meeting will proceed as set out below:**
 - the General Meeting will be at 10 Snow Hill, London, EC1A 2AL or, if those offices are closed, immediately outside those offices;**
 - the Chairman of the Board and another member of the executive management team who holds shares in the Company will attend the General Meeting to ensure that the General Meeting is quorate;**
 - no other Directors will be present in person;**
 - there will be no presentation at the General Meeting;**
 - as would normally be the case, the votes on the resolution to be proposed at the General Meeting will be conducted on a show of hands and the chairman of the meeting will vote on a show of hands in accordance with the proxies held; and**
 - the results of the proxy votes will be published immediately following the conclusion of the General Meeting by way of a stock exchange announcement and on the Company's website.**
- Shareholders will be able to speak at and listen to the General Meeting via an audio dial-in facility. Details will be made available on the Company's website (<http://www.zegona.com>).
- Only Zegona Shareholders, or their duly appointed representatives, are entitled to attend and speak at the General Meeting (in each case, remotely via an audio dial-in facility). To appoint as a proxy a person other than the Chairman of the meeting, insert their full name in the box provided. If you leave this box blank you will be deemed to have appointed the Chairman of the meeting as your proxy. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:
 - To appoint the Chairman of the meeting as your sole proxy in respect of all your shares, simply fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - To appoint a person other than the Chairman of the meeting as your sole proxy in respect of all of your shares, delete the words 'the Chairman of the meeting or' and insert the name of your proxy in the space provided, then fill in any voting instructions in the appropriate box and sign and date the Form of Proxy.
 - To appoint more than one proxy, you may photocopy this form or contact the Company's Registrar, Link Group (the "Registrar") for further forms of Proxy via the shareholder helpline detailed at Note 9. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given by marking an 'X' in the box provided. If you wish to appoint the Chairman of the meeting as one of your multiple proxies, simply write 'the Chairman of the meeting'. All forms must be signed and should be returned together in the same envelope. Please ensure that all of the multiple Forms of Proxy in respect of one registered holding of shares are sent to the Registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL so as to be received as soon as possible and in any event by no later than the times indicated in Note 8 for receipt of Forms of Proxy.
 - If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box entitled 'Number of shares proxy appointed over' the number of shares in the Company in relation to which they are authorised to act as your proxy. If this box is left blank, your proxy will be deemed to be authorised in respect of your full voting entitlement (or, if this Form of Proxy has been issued in respect of a designated account for a member, the full voting entitlement for that designated account).
- The Form of Proxy gives your proxy/ies full rights to attend and speak (in each case, remotely via an audio dial-in facility). If you wish to restrict the rights of your proxy/ies, please cross out the words 'attend' and/or 'speak' as you feel appropriate.
- Proxies may be lodged electronically using the Signal Shares share portal service at www.signalshares.com where full instructions are given. Your Investor Code, which can be obtained by signing in to www.signalshares.com, will be required.
- Shares held in uncertificated form (i.e. in CREST) may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent, the Registrar (ID RA10) by no later than the times indicated in Note 8. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST Application Host) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
- To be valid, the Form of Proxy, and any other power of attorney or other authority under which it is executed (or duly certified copy of any such power or authority), must either be (a) sent by post to the Registrar, Link Group, PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL in the reply-paid envelope provided; (b) lodged electronically using the Signal Shares share portal service at www.signalshares.com; or (for uncertificated holders only) (c) lodged using the CREST electronic proxy appointment service in accordance with the procedures set out in the CREST Manual, in each case, so as to arrive as soon as possible and in any event no later than 10.30 a.m. (London time) on 18 August 2021 or, if the General Meeting is adjourned, 48 hours (excluding any day which is not a Business Day) before the time fixed for the adjourned General Meeting. A stamp is not required if posted in the United Kingdom. A proxy appointment made electronically will not be valid if sent to any address other than that provided. Please note that any electronic communication found to contain a computer virus will not be accepted.
- If you have any questions about the Circular or the General Meeting, or are in any doubt as to how to complete this Form of Proxy or to submit your proxies electronically you can call the Registrar on the shareholder helpline: +44 (0) 371 664 0300.** Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. Lines are open 9.00 a.m. – 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales). The helpline cannot provide advice on the merits of the B Share Scheme or the Share Consolidation nor give any financial, tax, investment or legal advice and calls may be recorded and monitored for security and training purposes.
- This Form of Proxy (i) in the case of an individual, must either be signed by the appointor or his or her attorney; and (ii) in the case of a corporation, must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notariately or in some other way approved by the Directors must (failing previous registration with the Company) be submitted to the Company, failing which the appointment may be treated as invalid.
- The Form of Proxy is for use in respect of the shareholder account specified above only and should not be amended or submitted in respect of a different account.
- Completion and return of the Form of Proxy, or the appointment of a proxy electronically or through CREST, will not preclude you from attending and speaking in person at the General Meeting (remotely, via an audio dial-in facility) should you subsequently decide to do so.
- Please indicate with an 'X' in the relevant box how you wish your vote to be cast on the Resolution. The 'Vote Withheld' option is to enable you to abstain on the Resolution. Such a vote is not a vote in law and will not be counted in the votes 'For' and 'Against' the Resolution. Unless otherwise instructed, the person appointed as your proxy may vote as he or she sees fit or abstain in relation to any business of the General Meeting (including any amendments to the Resolution, the Resolution themselves and any procedural business, including any resolution to adjourn) which may come before the General Meeting.
- Entitlement to attend (including remotely, via an audio dial-in facility) and speak (including remotely, via an audio dial-in facility, or by proxy) at the General Meeting and the number of votes which may be cast thereat will be determined by reference to the register of members of the Company (the "Register") at 6.00 p.m. on 18 August 2021, or, if the General Meeting is adjourned, 6.00 p.m. on the date which is two Business Days before the date set for such adjourned General Meeting. Changes to entries on the Register after that time shall be disregarded in determining the rights of any person to attend and speak at the General Meeting.
- In the case of joint holders, any one holder may vote. If more than one holder is present at the General Meeting, or purports to appoint a proxy, only the vote of, or appointment made by, the senior holder will be accepted, seniority being determined by the order in which the names appear in the Register in respect of the joint holding.
- A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that it does not do so in relation to the same shares.
- In order to revoke a proxy instruction you will need to inform the Company by using one of the following methods:
 - By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to PXS 1, Central Square, 29 Wellington Street, Leeds, LS1 4DL; or
 - In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.
 - In either case, the revocation notice must be received by the Registrar before the time fixed for holding the General Meeting.
 - If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to Note 12, your proxy appointment will remain valid.
- Neither the death nor the mental disorder of a member who has appointed a proxy, nor the revocation or transfer of share for which the instrument of proxy is given, by a member of the appointment of a proxy (or of the authority under which the appointment was made), shall invalidate the proxy or the exercise of any of the rights of the proxy thereunder, unless notice of such death, mental disorder, revocation or transfer shall have been received by the Company at the address specified for receipt of the Forms of Proxy not less than 48 hours (excluding any day which is not a Business Day) before the commencement of the General Meeting (or adjournment thereof).
- You may not use any electronic address provided either in this Form of Proxy, in the notice of General Meeting or in any related documents to communicate with the Company for any purposes other than those expressly stated.
- Overleaf is how your address appears on the Register. If this information is incorrect, please contact the Registrar to request a change of address form on the shareholder helpline detailed at Note 9.
- Any alterations made in this Form of Proxy should be initialled by the person who signs it.
- The Company reserves the absolute right to refuse entry to the General Meeting to any Zegona Shareholders who attempt to attend in person.



Business Reply Plus
Licence Number
RLUB-TBUX-EGUC



PXS 1
Link Group
Central Square
29 Wellington Street
LEEDS
LS1 4DL